

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

SOUTHEAST EXPLORATIONS, LTD.

was filed in the office of the Secretary of State on the \_\_\_\_\_ day  
of \_\_\_\_\_ A.D., One Thousand Nine Hundred \_\_\_\_\_ and  
duly recorded on Film No. \_\_\_\_\_ of Record of Domestic Corporations, of the State of  
Idaho, and that the said articles contain the statement of facts required by Section 30-103,  
Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates  
and successors are hereby constituted a corporation, by the name hereinbefore stated, for  
perpetual existence from the date hereof, with its registered office in this State located at  
Idaho Falls in the County of Bonneville

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this \_\_\_\_\_ day of \_\_\_\_\_,  
A.D., 19 \_\_\_\_\_.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

SOUTHFORK EXPEDITIONS, LTD.

KNOW ALL MEN BY THESE PRESENTS:

That we, JOHN L. HILL, JR., STEPHEN J. McGRATH and CHARLENE A. McGRATH, all of Bonneville County, Idaho, and all being persons of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I.

That the name of said corporation is:

SOUTHFORK EXPEDITIONS, LTD.

ARTICLE II.

That the purposes for which said corporation is formed are as follows:

To engage in and carry on a general licensed outfitter and guide business.

To furnish outfitter and guide services to the general public for fishing and hunting parties; to manage, operate and conduct boat and/or float trips and expeditions on oceans, bays, rivers, streams, lakes, reservoirs and/or all other water ways, as well as pack trips on land and water and into remote and isolated mountainous and wilderness regions and areas, for recreational sightseeing, fishing and/or hunting purposes.

To furnish, provide and maintain cabins, lodges and other buildings and structures for the shelter, comfort, enjoyment, entertainment and convenience of its guests, patrons, customers, stockholders, officers and employees, and to provide for them suitable facilities and equipment and lands and waters for hunting and fishing and other sports and hobbies in connection with any of the aforesaid purposes.

To conduct a store or stores for the purchase and sale, at retail and wholesale, of all forms and varieties of fishing, hunting and/or sporting gear, tackle, equipment and paraphernalia, articles made from leather, jewelry, notions and sundry items.

To protect and help propagate game birds, fish and animals; to cultivate social intercourse and install principles of sportsmanship, brotherly love and happiness with the general public, and to foster and encourage good and fair sportmanship in preserving game birds, fish and animals; and to foster, sponser, advocate, promote, conduct and carry on any undertaking that will protect, propagate, benefit and promote the best interests of game birds, fish and animals.

To acquire, purchase, own, lease, cultivate, operate, manage and develop farms and farm lands, ranches and ranch lands, stock ranches, grazing lands, fruit orchards, fruit lands, oil and gas lands, mineral lands and mining claims, and all other kinds of real property, and all rights, interests and easements therein; to subdivide, develop and/or otherwise deal in lands for housing, recreation, commercial and industrial uses and projects; to buy, sell, trade, barter, breed, feed, care for, import, export, show, produce and pack or otherwise deal in, all kinds of livestock, horses, hogs, sheep, poultry and meat products and by-products, of all classes and description.

To acquire, hold, possess and own patents, improvements and franchises, or to acquire licenses under such patents for the manufacture and sale of any and all machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents by vending said patents or rights or licenses thereunder.

To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations.

To acquire, own, hold, lease, build and/or erect any and all buildings, structures, and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge, and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to subdivide real property and to sell and deal in subdivisions and lots; to dispose of, sell, lease, assign, transfer, mortgage, pledge, and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of the corporation; and also to have all of the powers and authority authorized or provided for by Section 30-114 of Idaho Code as amended; and

To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, within and/or without the State of Idaho.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE III.

That the duration of said corporation shall be perpetual.

#### ARTICLE IV.

That the location and post office address of the registered office of said corporation in Idaho shall be 2006 McKinzie Avenue, Idaho Falls, Idaho 83401. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation.

#### ARTICLE V.

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be

5,000, of the par value of \$1.00. Each share of common stock shall be entitled to one (1) vote and shall represent all of the voting shares of the corporation.

That said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

#### ARTICLE VI.

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation. The first Board of Directors shall be three (3) in number, consisting of John L. Hill, Jr., Stephen J. McGrath and Charlene A. McGrath, who shall serve until the annual election of Directors in the year 1977.

#### ARTICLE VII.

That the qualifications, term of office, manner of election, time and place of meeting and the powers and duties of the Directors of this corporation shall be prescribed by the By-Laws.

That the Directors of the corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws of the corporation, in the manner fixed by the By-Laws of the corporation.

#### ARTICLE VIII.

That the names and post office addresses of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Shares Subscribed</u>
John L. Hill, Jr.	1880 Malibou Drive Idaho Falls, Idaho 83401	One (1)

Stephen J. McGrath	2006 McKinzie Drive Idaho Falls, Idaho 83401	One (1)
Charlene A. McGrath	2006 McKinzie Drive Idaho Falls, Idaho 83401	One (1)

#### ARTICLE IX.

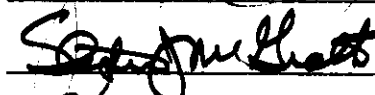
No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be effected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in any contract or transaction of the corporation, and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this company which shall authorize such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

#### ARTICLE X.

The corporation may enter into voting trusts as allowed by applicable statutes, and may also enter into restrictive agreements with its Stockholders for the repurchase of its corporate stock in the event of the death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; further, said corporation may enter into deferred compensation plans to include profit sharing plans with its employees, and may further exercise its right to qualify as a small business corporation under

the applicable sections of the Internal Revenue Code of the United States of America.

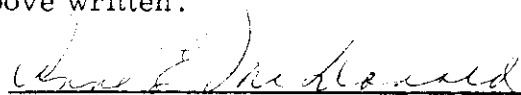
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28th  
day of December, 1976.

  
\_\_\_\_\_  
Stephen J. McGrath  
\_\_\_\_\_  
Charlene A. McGrath

STATE OF IDAHO     )  
                              ) ss.  
County of Bonneville )

ON THIS 28th day of December, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN L. HILL, JR., STEPHEN J. McGRATH and CHARLENE A. McGRATH, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 6/25/78